

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

1331543						
OMB APPROVAL						
OMB Number:	3235-0076					
Expires:						
Estimated average burden						
hours per respons	se 16.00					

SEC USE ONLY						
Prefix	Serial					
DATE RE	CEIVED					
1						

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	
Convertible Promissory Note Offering	
Filing Under (Check box(es) that apply):	ULOE
Type of Filing:	
A. BASIC IDENTIFICATION DATA	200 200 200 200 200 100 170 W
1. Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	
Mom Inventors, Inc.	06025097
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (including Area Code)
125 Grover Ln., Walnut Creek, CA 94596	(925) 932-6674
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	(005) 000 0074
<u>N/A</u>	(925) 932-6674
Brief Description of Business	
Product development	
Type of Business Organization	DD00===
• • • • • • • • • • • • • • • • • • • •	PROCESSED  NOV 2 7 2008
business trust   limited partnership, to be formed	- ^
Month Year	NOV 2 7 2003
Actual or Estimated Date of Incorporation or Organization: 05 01 Actual Esti	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	TOMSON
CN for Canada; FN for other foreign jurisdiction)	FINANCIAL
GENERAL INSTRUCTIONS	
West 1920-1930 41 W 1 F 1 W W 1 4 W 1 W	

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### - ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
• Each promoter of the issuer, if the issuer has been organized within the past five years;
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issue
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
Each general and managing partner of partnership issuers.
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Kofoed, Bradley D.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Mom Inventors, Inc., 125 Grover Ln., Walnut Creek, CA 94596
Check Box(es) that Apply: Promoter Deneficial Owner Executive Officer Deneficial Owner Managing Partner
Full Name (Last name first, if individual)  Monosoff, Tamara A.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Mom Inventors, Inc., 125 Grover Ln., Walnut Creek, CA 94596
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Lenberg, Thomas & Tia
Business or Residence Address (Number and Street, City, State, Zip Code)
405 Commodore Court, San Ramon, CA 94582
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Monosoff, Harris and Geraldine
Business or Residence Address (Number and Street, City, State, Zip Code) 72 Macondray Ln., San Francisco, CA 94133
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)

(Han blank short or anny and were additional coning of this short on necessary)

				B. 13	NFORMAT	ION ABOU	T OFFERI	NG				
Has the	issuer sole	l, or does th	ne issuer ir	itend to se	ll, to non-a	ccredited i	nvestors in	this offeri	ng?		Yes	No
			Ans	wer also in	Appendix.	, Column 2	, if filing	under ULC	E.			
What is the minimum investment that will be accepted from any individual?								\$ <u>20,</u>	00.00			
Does the offering permit joint ownership of a single unit?									Yes	No		
commis If a pers or states	sion or sim son to be lis s, list the na	ilar remune ted is an ass ime of the b	ration for s sociated pe roker or de	olicitation rson or age aler. If mo	of purchase ent of a brok ore than five	ers in conne ter or deale e (5) persor	ection with r registered is to be list	sales of sec I with the S ed are asso	curities in t EC and/or	he offering. with a state		
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siness or	Residence	Address (N	lumber and	Street, Ci	ty, State, Z	Cip Code)					···-	
ne of Ass	sociated Bi	oker or De	aler	-					<del></del>			
tes in Wh	nich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers		···				
(Check	"All States	s" or check	individual	States)	***************************************		••••••				□ Al	l States
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l Name (	Last name	first, if ind	iviđual)									
siness or	Residence	Address (?	Number an	d Street, C	ity, State, 2	Zip Code)						
ne of As	sociated Bi	oker or De	aler									
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(Check	"All States	s" or check	individual	States)		***************************************	**************	·····	••••••		☐ Al	l States
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l Name (	Last name	first, if ind	ividual)					·				
siness or	Residence	: Address (1	Number an	d Street, C	ity, State,	Zip Code)						
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(Check	"All States	or check	individual	States)			***************************************		••••••		☐ Al	l States
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Its the name of the broker or dea a broker or dealer, you may set forth the liness or Residence Address (Number and Italian). It is in the listed in the	Has the issuer sold, or does the issuer intend to se Answer also in What is the minimum investment that will be accelled by the information requested for each person we commission or similar remuneration for solicitation. If a person to be listed is an associated person or ago or states, list the name of the broker or dealer. If me a broker or dealer, you may set forth the information in Name (Last name first, if individual).  In the information requested for each person or ago or states, list the name of the broker or dealer. If me a broker or dealer, you may set forth the information in the information of Associated Broker or Dealer.  In the information of Associated Broker or Dealer.  AL AK AZ AR CA III. IN IA KS KY MT NE NV NH NJ RI SC SD TN TX.  In Name (Last name first, if individual).  In the information of Associated Broker or Dealer.  It is in Which Person Listed Has Solicited or Intends (Check "All States" or check individual States)	Has the issuer sold, or does the issuer intend to sell, to non-a Answer also in Appendix What is the minimum investment that will be accepted from a Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has bee commission or similar remuneration for solicitation of purchas. If a person to be listed is an associated person or agent of a brok or states, list the name of the broker or dealer. If more than five a broker or dealer, you may set forth the information for that I name (Last name first, if individual)  siness or Residence Address (Number and Street, City, State, Zone of Associated Broker or Dealer  less in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States)  AL AK AZ AR CA CO  IL IN IA KS KY LA  MT NE NV NH NJ NM  RI SC SD TN TX UT  I Name (Last name first, if individual)  siness or Residence Address (Number and Street, City, State, 2000)  In the of Associated Broker or Dealer  less in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States)  AL AK AZ AR CA CO  II. IN IA KS KY LA  MT NE NV NH NJ NM  RI SC SD TN TX UT  I Name (Last name first, if individual)  siness or Residence Address (Number and Street, City, State, 2001)  AL AK AZ AR CA CO  III. IN IA KS KY LA  MT NE NV NH NJ NM  RI SC SD TN TX UT  I Name (Last name first, if individual)  siness or Residence Address (Number and Street, City, State, 2001)  AL AK AZ AR CA CO  III. IN IA KS KY LA  MT NE NV NH NJ NM  RI SC SD TN TX UT  I Name (Last name first, if individual)  siness or Residence Address (Number and Street, City, State, 2001)  AL AK AZ AR CA CO  III. IN IA KS KY LA  MT NE NV NH NJ NM  RI SC SD TN TX UT  I Name (Last name first, if individual)  siness or Residence Address (Number and Street, City, State, 2001)  AL AK AZ AR CA CO  III. IN IA KS KY LA  MT NE NV NH NJ NM  RI SC SD TN TX UT  AL AK AZ AR CA CO  III. IN IA KS KY LA  MT NE NV NH NJ NM  RI SC SD TN TX UT	Has the issuer sold, or does the issuer intend to sell, to non-accredited in Answer also in Appendix, Column 2 What is the minimum investment that will be accepted from any individual Does the offering permit joint ownership of a single unit?  Enter the information requested for each person who has been or will be commission or similar remuneration for solicitation of purchasers in connection of states, list the name of the broker or dealer. If more than five (5) person a broker or dealer, you may set forth the information for that broker or a broker or dealer, you may set forth the information for that broker or a broker or dealer, you may set forth the information for that broker or a broker or dealer, you may set forth the information for that broker or a broker or dealer, you may set forth the information for that broker or a broker or dealer, you may set forth the information for that broker or a broker or dealer, you may set forth the information for that broker or a broker or dealer. If more than five (5) person a broker or dealer or Associated Broker or Dealer  The first of the present Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual)  The first of individual states or check individual state	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in Answer also in Appendix, Column 2, if filing to Answer also in Appendix, Column 2, if filing to What is the minimum investment that will be accepted from any individual?	Answer also in Appendix, Column 2, if filing under ULC What is the minimum investment that will be accepted from any individual?  Does the offering permit joint ownership of a single unit?  Enter the information requested for each person who has been or will be paid or given, dire commission or similar remuneration for solicitation of purchasers in connection with sales of sex If a person to be listed is an associated person or agent of a broker or dealer registered with the So or states. Iist the name of the broker or dealer. If more than five (5) persons to be listed are asso a broker or dealer registered with the So or states. Iist the name of the broker or dealer. If more than five (5) persons to be listed are asso a broker or dealer registered with the So or states. Iist the name first, if individual)  Iname (Last name first, if individual)  Iname (Last name first, if individual)  Iname (Last Sociated Broker or Dealer  Iname (Last Name)  Iname (Last Name)  Iname (Last name first, if individual)  Iname (Last name first, if individual)	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?  Does the offering permit joint ownership of a single unit?  Enter the information requested for each person who has been or will be paid or given, directly or ind commission or similar remuneration for solicitation of purchasers in connection with sales of securities in If a person to be listed is an associated person or agent of a broker or dealer eigstered with the SEC and/or or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated person abroker or dealer, you may set forth the information for that broker or dealer only.  Name (Last name first, if individual)  inness or Residence Address (Number and Street, City, State, Zip Code)  ne of Associated Broker or Dealer  es in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  ALL IN IA IS IS IS ILA ME IMD MA IMI  WIT IS IS IS IN	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?  Does the offering permit joint ownership of a single unit?  Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuncration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Name (Last name first, if individual)  inness or Residence Address (Number and Street, City, State, Zip Code)  ne of Associated Broker or Dealer  set in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  AL AK AZ AR CA CO CT DE DC FL GA  LI NI IA IKS EXY LA ME MD MA MI MN  MT NE NV NH NJ NM NY NC ND OH OK  RT SC SD TN TX UT VT VA WA WV WI  Name (Last name first, if individual)  intense or Residence Address (Number and Street, City, State, Zip Code)  ne of Associated Broker or Dealer  tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  AL AK AZ AR CA CO CT DE DC FL GA  IL NI IA IKS KY LA MB MID MA MI MN  MT NE NV NH NJ NN NY NC ND OH OK  RT NE NV NH NJ NN NY NC ND OH OK  NM NW NV ND	Has the issuer and, or does the issuer intend to sell, to non-accredited investors in this offering?

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \sum_\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		Amount Already
	Type of Security	Offering Price	Sold
	Debt	\$	\$
	Equity	\$	\$
	Common Preferred	470 000 00	170,000.00
	Convertible Securities (including warrants)	\$_170,000.00	\$
	Partnership Interests		
	Other (Specify)	\$	\$
	Total	\$ 170,000.00	\$ <u>170,000.00</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	:	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$
	Non-accredited Investors	2	\$ <u>170,000.00</u>
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	•	
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	<b>Z</b>	\$_1,000.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total		\$_1,000.00

	b. Enter the difference between the aggregate and total expenses furnished in response to Part proceeds to the issuer."	C — Question 4.a. This difference is the	adjusted gross	169,000.00
5.	Indicate below the amount of the adjusted groseach of the purposes shown. If the amount for check the box to the left of the estimate. The to proceeds to the issuer set forth in response to	ss proceed to the issuer used or proposed or any purpose is not known, furnish an otal of the payments listed must equal the	to be used for 1 estimate and	3
			Payments to Officers, Directors, & Affiliates	
	Salaries and fees			_ 🗆 \$
	Purchase of real estate		\$	_ []\$
	Purchase, rental or leasing and installation of and equipment			_ 🗆 \$
	Construction or leasing of plant buildings an	d facilities	\$	\$
	Acquisition of other businesses (including the offering that may be used in exchange for the issuer pursuant to a merger)	assets or securities of another	<b>S</b>	_ []\$
	Repayment of indebtedness		<b>s</b>	_ 🗆 \$
	Working capital		<b>S</b>	_ \$ 169,000.00
	Other (specify):			
				_ 🗆 \$
	Column Totals		<u>0.00</u>	\$169,000.00
	Total Payments Listed (column totals added)		Z s_	169,000.00
		D. FEDERAL SIGNATURE		
sig	e issuer has duly caused this notice to be signed b nature constitutes an undertaking by the issuer t information furnished by the issuer to any nor	to furnish to the U.S. Securities and Exc	hange Commission, upon writ	
ss	uer (Print or Type)	Signature	Date	
М	om Inventors, Inc.	Balan	October 24, 20	006
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)	· · · · · · · · · · · · · · · · · · ·	
3ra	dley D. Kofoed	Chief Financial Officer		

	E. STATE SIGNATURE						
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No				
	See Appendix, Column 5, for state response.						

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Mom Inventors, Inc.		October, 2006
Name (Print or Type)	Title (Print or Type)	
Bradley D. Kofoed	Chief Financial Officer	

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AF	PENDIX				
1	Intend to non-a investor	2 to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4  Type of investor and amount purchased in State  (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA	1								
СО									
СТ									
DE									
DC									
FL									
GA									
ні									
ID									
IL									
IN			ada da financia de la financia de l						
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KY									
LA			<u> </u>						
ME							_		
MD									
MA									
MI			<u> </u>				_		
MN									
MS									

				APP	ENDIX				
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4  Type of investor and amount purchased in State  (Part C-Item 2)				ification ate ULOE attach ation of granted) Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО					ļ				
MT								J	
NE									
NV									
NH									
NJ									
NM								<u> </u>	
NY									
NC									
ND									<u></u>
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PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
wv									
WI									

	APPENDIX												
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	Intend to sell to non-accredited investors in State (Part B-Item 1)  Type of security and aggregate offering price offered in state (Part C-Item 1)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)								
State	Yes	No No	(rant o nom r)	Number of Accredited Investors	Amount	C-Item 2)  Number of Non-Accredited Investors	Amount	Yes	No				
WY													
PR													

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